

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re : Chapter 11
GAWKER MEDIA LLC, *et al.*,¹ : Case No. 16-11700 (SMB)
Debtors. : (Jointly Administered)

X

**MONTHLY FEE STATEMENT OF PRIME CLERK LLC,
AS ADMINISTRATIVE ADVISOR TO THE DEBTORS FOR
THE PERIOD FROM OCTOBER 1, 2016 THROUGH OCTOBER 31, 2016**

By this monthly fee statement (the “**Statement**”), pursuant to sections 327, 330 and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rule 2016-1 of the Local Rules of the United States Bankruptcy Court for the Southern District of New York (the “**Local Bankruptcy Rules**”), Prime Clerk LLC (“**Prime Clerk**”), administrative advisor to the above captioned debtors and debtors in possession (collectively, the “**Debtors**”), hereby seeks compensation for reasonable and necessary fees incurred for the period from October 1, 2016 through October 31, 2016 (the “**Statement Period**”). In accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 94] (the “**Compensation Order**”), Prime Clerk seeks (i) allowance of reasonable and necessary fees incurred during the Statement Period in an aggregate amount equal to \$12,950.65 and payment of \$10,360.52, or 80% of the total amount, and (ii) reimbursement of actual, reasonable and necessary expenses incurred during the Statement Period in an amount equal to \$0.00. In support of the

¹ The last four digits of the taxpayer identification number of the debtors are: Gawker Media LLC (0492); Gawker Media Group, Inc. (3231); and Gawker Hungary Kft. (f/k/a Kinja Kft.) (5056). Gawker Media LLC and Gawker Media Group, Inc.’s mailing addresses are c/o Opportune LLP, Attn: William D. Holden, Chief Restructuring Officer, 10 East 53rd Street, 33rd Floor, New York, NY 10022. Gawker Hungary Kft.’s mailing address is c/o Opportune LLP, Attn: William D. Holden, 10 East 53rd Street, 33rd Floor, New York, NY 10022.

Statement, Prime Clerk respectfully represents as follows:

Name of Professional:	Prime Clerk LLC
Authorized to Provide Administrative Advisor Services to:	Debtors and Debtors in Possession
Date of Retention:	July 14, 2016 <i>nunc pro tunc</i> to June 10, 2016
Period for which compensation and reimbursement is sought:	October 1, 2016 through October 31, 2016
Amount of compensation sought as actual, reasonable and necessary:	\$12,950.65 ²
80% of compensation sought as actual, reasonable and necessary:	\$10,360.52
Amount of expense reimbursement sought as actual, reasonable and necessary	\$0.00

² In accordance with the Compensation Order, at the expiration of the Objection Deadline (as defined in the Compensation Order), the Debtors are authorized to promptly pay 80% of the fees and 100% of the expenses identified in the Statement.

Summary of Hours Billed by Prime Clerk Employees During the Statement Period

Employee Name	Title	Total Hours	Rate	Total
Daloia, James	Director of Solicitation	14.80	\$195.00	\$2,886.00
Pullo, Christina	Director of Solicitation	1.00	\$195.00	\$195.00
Adler, Adam	Director	0.30	\$190.00	\$57.00
Crowell, Messiah	Solicitation Consultant	3.90	\$175.00	\$682.50
Cuadros, Keri	Solicitation Consultant	1.50	\$175.00	\$262.50
Curry, Kevin	Solicitation Consultant	23.50	\$175.00	\$4,112.50
Deboissiere, Michael	Solicitation Consultant	8.50	\$175.00	\$1,487.50
Liu, Calvin	Solicitation Consultant	5.30	\$175.00	\$927.50
Labissiere, Pierre	Solicitation Consultant	6.10	\$175.00	\$1,067.50
Orchowski, Alex	Solicitation Consultant	11.40	\$175.00	\$1,995.00
Scully, Nickesha	Solicitation Consultant	0.30	\$175.00	\$52.50
Roberts, Sarah	Senior Consultant	3.70	\$160.00	\$592.00

TOTAL

80.30

\$14,317.50³

BLENDED RATE

\$178.30

³ This amount has been reduced to \$12,950.65 in accordance with the terms of Prime Clerk's retention.

Summary of Fees Billed by Subject Matter During the Statement Period

Matter Description	Total Hours	Total
Inquiries / Call Center	0.10	\$17.50
Retention / Fee Application	4.00	\$649.00
Solicitation	76.20	\$13,651.00
TOTAL	80.30	\$14,317.50⁴

[Remainder of page intentionally left blank]

⁴ This amount has been reduced to \$12,950.65 in accordance with the terms of Prime Clerk's retention.

Jurisdiction

1. The United States Bankruptcy Court for the Southern District of New York (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and the Amended Standing Order of Reference of the United States District Court for the Southern District of New York, dated January 31, 2012 (Preska, C.J.). This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A). Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. The predicates for the relief requested herein are sections 327, 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016 and Local Rule 2016-1.

Background

2. On June 10, 2016 (the “**Petition Date**”), Gawker Media filed a voluntary petition with the Court under chapter 11 of the Bankruptcy Code. On June 12, GMGI and Kinja each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their business and managing their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. On June 16, 2016, this Court entered an order jointly administering these chapter 11 cases pursuant to Bankruptcy Rule 1015(b). On June 24, 2016, the United States Trustee appointed the official committee of unsecured creditors. No request for the appointment of a trustee or examiner has been made in these chapter 11 cases.

Retention of Prime Clerk

4. On July 14, 2016, the Court entered the *Order Pursuant to 11 U.S.C. § 327(a), Fed. R. Bankr. P. 2014(a) and 2016, and Local Rules 2014-1 and 2016-1 Authorizing Retention and Appointment of Prime Clerk LLC as Administrative Advisor for the Debtors and Debtors in Possession nunc pro tunc to the Petition Date* [Docket No. 99], which authorized the Debtors to

employ and retain Prime Clerk as administrative advisor *nunc pro tunc* to the Petition Date in these chapter 11 cases.

Relief Requested

5. Prime Clerk submits this Statement in accordance with the Compensation Order. All services for which Prime Clerk requests compensation were performed for, or on behalf of, the Debtors.

6. Prime Clerk seeks (i) allowance of reasonable and necessary fees incurred during the Statement Period in the amount of \$12,950.65 and payment of \$10,360.52, which represents 80% of the total amount, and (ii) reimbursement of actual, reasonable and necessary expenses incurred during the Statement Period in the amount of \$0.00.

7. Prime Clerk maintains computerized records of the time spent by employees of Prime Clerk in connection with its role as administrative advisor to the Debtors. Exhibit A hereto sets forth a detailed statement of hours spent rendering services to the Debtors in support of the compensation for fees incurred during the Statement Period and also sets forth any expenses incurred during the Statement Period. To that end, Exhibit A: (i) identifies the employee that rendered services in each task category; (ii) describes each service such employee performed; (iii) sets forth the number of hours in increments of one-tenth of an hour spent by each individual providing services; and (iv) as applicable, sets forth the type and amount of expenses incurred. In addition, Prime Clerk's hourly rates are set at a level designed to fairly compensate Prime Clerk for the work of its employees and cover routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned and are subject to periodic adjustments to reflect economic and other conditions.

8. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amounts requested herein by Prime Clerk are fair and

reasonable given (a) the complexity of these cases, (b) the time expended, (c) the rates charged for such services, (d) the nature and extent of the services rendered, (e) the value of such services and (f) the costs of comparable services other than in a case under this title.

Notice

9. Pursuant to the Compensation Order, this Statement will be served upon the Notice Parties (as defined in the Compensation Order). Prime Clerk submits, in light of the relief requested, no other or further notice is necessary.

Conclusion

WHEREFORE, pursuant to the Compensation Order, Prime Clerk respectfully requests (i) allowance of reasonable and necessary fees for the Statement Period in the total amount of \$12,950.65 and payment of \$10,360.52, which represents 80% of the total amount, and (ii) reimbursement of actual, reasonable and necessary expenses incurred during the Statement Period in the amount of \$0.00.

Dated: November 18, 2016
New York, New York

Prime Clerk LLC

/s/ Adam M. Adler
Adam M. Adler
Director, Business Operations and Controls
830 Third Avenue, 9th Floor
New York, NY 10022
Telephone: (212) 257-5465
Email: adler@primeclerk.com

Administrative Advisor to the Debtors

Exhibit A

Fee Detail



Hourly Fees by Employee through October 2016

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
SBR	Roberts, Sarah B	SC - Senior Consultant	3.70	\$160.00	\$592.00
MLC	Crowell, Messiah L	SA - Solicitation Consultant	3.90	\$175.00	\$682.50
KC	Cuadros, Keri	SA - Solicitation Consultant	1.50	\$175.00	\$262.50
KTTC	Curry, Kevin TT	SA - Solicitation Consultant	23.50	\$175.00	\$4,112.50
MD	Deboissiere, Michael	SA - Solicitation Consultant	8.50	\$175.00	\$1,487.50
PL	Labissiere, Pierre	SA - Solicitation Consultant	6.10	\$175.00	\$1,067.50
CLL	Liu, Calvin L	SA - Solicitation Consultant	5.30	\$175.00	\$927.50
ATO	Orchowski, Alex T	SA - Solicitation Consultant	11.40	\$175.00	\$1,995.00
NCS	Scully, Nikesha C	SA - Solicitation Consultant	0.30	\$175.00	\$52.50
AMA	Adler, Adam M	DI - Director	0.30	\$190.00	\$57.00
JFD	Daloia, James F	DS - Director of Solicitation	14.80	\$195.00	\$2,886.00
CP	Pullo, Christina	DS - Director of Solicitation	1.00	\$195.00	\$195.00
		TOTAL:	80.30		\$14,317.50

Hourly Fees by Task Code through October 2016

<u>Task Code</u>	<u>Task Code Description</u>	<u>Hours</u>	<u>Total</u>
INQR	Call Center / Credit Inquiry	0.10	\$17.50
RETN	Retention / Fee Application	4.00	\$649.00
SOLI	Solicitation	76.20	\$13,651.00
		TOTAL:	80.30
			\$14,317.50

Gawker Media

Time Detail

Date	Emp	Title	Description	Task	Hours
10/07/16	SBR	SC	Draft first interim fee application	Retention / Fee Application	2.00
10/09/16	SBR	SC	Revise and finalize draft of first interim fee application	Retention / Fee Application	0.30
10/21/16	CLL	SA	Review solicitation documents in preparation for upcoming solicitation	Solicitation	1.00
10/21/16	CP	DS	Coordinate with Ropes and Prime Clerk case team regarding preparation of plan class report	Solicitation	0.20
10/21/16	KC	SA	Review emails and documents related to solicitation	Solicitation	0.20
10/21/16	PL	SA	Prepare plan class reports for upcoming solicitation mailing	Solicitation	1.50
10/24/16	ATO	SA	Prepare plan class report for upcoming solicitation mailing	Solicitation	7.50
10/24/16	CLL	SA	Prepare plan class report	Solicitation	2.00
10/24/16	CP	DS	Coordinate with Prime Clerk case team regarding preparation of plan class report	Solicitation	0.30
10/24/16	JFD	DS	Review claims and create plan class report for upcoming solicitation	Solicitation	8.10
10/24/16	MD	SA	Prepare plan class reports for upcoming solicitation mailing	Solicitation	3.20
10/24/16	MLC	SA	Prepare plan class reports for upcoming solicitation mailing	Solicitation	2.00
10/24/16	PL	SA	Prepare plan class reports for upcoming solicitation mailing	Solicitation	1.50
10/24/16	SBR	SC	Draft September fee statement	Retention / Fee Application	0.70
10/25/16	AMA	DI	Review and revise monthly fee application for September	Retention / Fee Application	0.20
10/25/16	ATO	SA	Edit draft of plan class report	Solicitation	2.00
10/25/16	CLL	SA	Review solicitation plan class reports for upcoming solicitation mailing	Solicitation	1.50
10/25/16	CP	DS	Coordinate with Prime Clerk case team regarding plan class report and related solicitation issues	Solicitation	0.50
10/25/16	JFD	DS	Follow up with counsel regarding plan class report	Solicitation	2.40
10/25/16	JFD	DS	Create plan class report for upcoming solicitation	Solicitation	2.80
10/25/16	KC	SA	Review emails and documents related to solicitation	Solicitation	0.40
10/25/16	MD	SA	Prepare plan class report	Solicitation	2.00
10/25/16	MLC	SA	Review solicitation plan class reports for upcoming solicitation mailing	Solicitation	1.80
10/25/16	SBR	SC	Review and revise September fee statement	Retention / Fee Application	0.20
10/26/16	AMA	DI	Review monthly fee statement for September for filing	Retention / Fee Application	0.10

Gawker Media

10/26/16	ATO	SA	Review questions from plan class report draft	Solicitation	0.80
10/26/16	CLL	SA	Review solicitation plan class reports for upcoming solicitation mailing	Solicitation	0.80
10/26/16	KC	SA	Review emails and documents related to solicitation	Solicitation	0.30
10/26/16	KC	SA	Respond to creditor and nominee inquiries related to solicitation	Call Center / Credit Inquiry	0.10
10/26/16	KTTC	SA	Prepare equity holder service list for upcoming solicitation	Solicitation	8.00
10/26/16	MD	SA	Prepare plan class report	Solicitation	2.00
10/26/16	MLC	SA	Confer and coordinate with case team re solicitation	Solicitation	0.10
10/26/16	NCS	SA	Review solicitation plan class reports for upcoming solicitation mailing	Solicitation	0.30
10/26/16	PL	SA	Review solicitation plan class reports for upcoming solicitation mailing	Solicitation	1.30
10/26/16	PL	SA	Confer and coordinate with case team re upcoming solicitation	Solicitation	0.50
10/26/16	SBR	SC	Finalize and file the September fee statement	Retention / Fee Application	0.50
10/27/16	ATO	SA	Review plan class report updates made by counsel	Solicitation	1.10
10/27/16	JFD	DS	Review counsel edits to plan class report	Solicitation	1.50
10/27/16	KC	SA	Review emails and documents related to solicitation	Solicitation	0.50
10/27/16	KTTC	SA	Prepare equity holder service list for upcoming solicitation	Solicitation	9.50
10/27/16	MD	SA	Review plan class report for upcoming solicitation	Solicitation	1.30
10/28/16	KTTC	SA	Prepare equity holder service list for upcoming solicitation	Solicitation	6.00
10/31/16	PL	SA	Review plan class report for upcoming solicitation	Solicitation	1.30
Total Hours					80.30